

CHICAGO AND



TRANSPORTATION COMPANY

①

September 21, 1983

File: A-8772

RECORDATION NO. 7397

Filed 1426

SEP 22 1983 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D. C. 20423

No. 2-2651090  
Date SEP 22 1983  
Fee \$ 10.00  
ICC Washington, D.C.

OFFICE OF THE SEC

DIRECT DIAL NUM

312 559-6111  
FEE COLLECTION BR.  
RECEIVED  
JAN 11 1983

Re: Conditional Sale Agreement dated as of January 1, 1974, between General Motors Corporation (Electro-Motive Division), Builder and Chicago and North Western Transportation Company, Buyer and Agreement and Assignment dated as of January 1, 1974, between General Motors Corporation (Electro-Motive Division), Assignor and The First National Bank of Chicago, Assignee covering 16 SD-40-2 Diesel Electric Locomotives as described on Schedule B included therein.

Dear Ms. Mergenovich:

Please refer to the above-mentioned document assigned recordation number 7397 on February 14, 1974, at 2:00 P.M., pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are counterparts of Partial Release and Bill of Sale by which The First National Bank of Chicago grants, sells, releases, transfer, convey and quitclaims unto Chicago and North Western Transportation Company right, title and interest in nine (9) SD-40-2 Electric Locomotives Railroad Nos. 6823 to 6831, inclusive.

Please assign a recordation number to the Partial Release and Bill of Sale. Keep one counterpart and return the other counterparts each showing your recordation data.

Counterpart - S. B. Remick


Ms. Agatha L. Mergenovich  
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Enclosed is a check in the amount of \$10.00 to cover your recording fees.

Please record this document before the Bill of Sale and the Deeds of Release.

This is not a final release.

Yours very truly,

A handwritten signature in dark ink, appearing to be 'J. S. Edwards', with a long horizontal flourish extending to the right.

J. S. Edwards  
Assistant Secretary

cc: R. D. Smith  
D. W. Waller  
M. R. Jeske

Gerald F. Mackin  
Vice President  
The First National Bank  
of Chicago

CS(f-140)

RECORDATION NO. 7397 C Filed 1428

Counterpart No. 3 of 10

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A-8772  
A-191

INTERSTATE COMMERCE COMMISSION  
PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of January 1, 1974, between GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation (hereinafter called "Builder") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Builder agreed to sell and Railroad agreed to buy sixteen SD-40-2 Diesel Electric Locomotives of which nine (9) SD-40-2 Diesel Electric Locomotives, Railroad Nos. 6823 to 6831, inclusive (hereinafter referred to as "Locomotives") are the subject of this Release and Bill of Sale (the remaining seven locomotives being hereinafter referred to as "Other Units"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of January 1, 1974, between Builder and THE FIRST NATIONAL BANK OF CHICAGO (hereinafter referred to as "Assignee"), Builder assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Locomotives and Other Units to Assignee; and

WHEREAS, the Railroad and the Assignee entered into an Accessory Installation Agreement dated as of January 1, 1974, supplementing the Condition Sale Agreement for the installation of certain additional equipment on each Locomotive; and

WHEREAS, an Agreement dated as of May 28, 1980, amended certain terms of the Conditional Sale Agreement and Agreement and Assignment; and

WHEREAS, Assignee has received from Railroad all payments due under said Conditional Sale Agreement and Agreement and Assignment with respect to the Locomotives and, the conditions and obligations of Railroad with respect to the Locomotives have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY the Locomotives, TO HAVE AND TO HOLD the Locomotives unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Locomotives hereby conveyed are or may be in any manner encumbered or charged; that the Locomotives are free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Locomotives of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, THE FIRST NATIONAL BANK OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 14th day of September, A.D. 1983.

THE FIRST NATIONAL BANK OF CHICAGO

By: Et Machin

(Seal)

ATTEST:

Susan F. Gregg  
Commercial Banking Officer

STATE OF ILLINOIS     )  
                                  )   SS  
COUNTY OF C O O K    )

On this 14<sup>th</sup> day of Sept. 1983, before  
me personally appeared D. A. Mackin and \_\_\_\_\_  
Austin F. Gregg to me personally known, who, being by  
me duly sworn, says that they are, respectively, a Vice President  
and a Banking Officer of THE FIRST NATIONAL BANK OF CHICAGO, a  
corporation, that the seal affixed to the foregoing instrument is  
the corporate seal of said corporation; that said instrument was  
signed and sealed on behalf of said corporation by authority of  
its Board of Directors, and they acknowledged that the execution  
of the foregoing instrument was the free act and deed of said  
corporation.

Carl Bartz  
Notary Public

My Commission Expires

Sept. 4, 1984

(NOTARY SEAL)

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